

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BN 1995-B)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of June 29, 1995 by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Owner Trustee*"), and First Security Bank of Utah, National Association, as Indenture Trustee, a national banking association ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-B) (the "*Trust Indenture*"), dated as of June 15, 1995, by which the Owner Trustee has granted a security interest in certain locomotives bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, as  
Owner Trustee

By   
Name: Donald G. MacKelcan  
Title: Senior Financial Services Officer

Executed on this 23<sup>rd</sup> day of June, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 1995.

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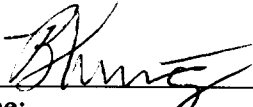
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

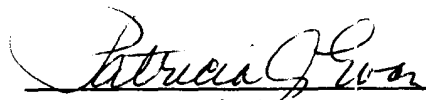
By  \_\_\_\_\_  
Name: Brett R. King  
Title: Trust Officer

Executed on this 29th day of June, 1995.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 23rd day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKelcan who being by me duly sworn, says that (s)he is the Sr. Fin. Svs. Of of WILMINGTON TRUST COMPANY, that said instrument was signed on June 23, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Patricia A. Evans  
Notary Public  
My Commission Expires: 4/20/99  
Residing in Wilmington, Delaware

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on June \_\_, 1995 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

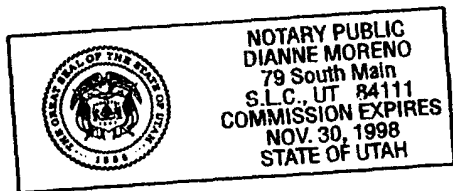
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 29th day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the TRUST OFFICER of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on June 29, 1995 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Dianne Moreno  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_